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March 13, 2018

**VIA ELECTRONIC FILING**

The Honorable Jocelyn G. Boyd  
Chief Clerk/Administrator  
**Public Service Commission of South Carolina**  
101 Executive Center Drive  
Columbia, South Carolina 29210

RE: Renewable Power Purchase Agreement between South Carolina Electric  
& Gas Company and Midlands Solar LLC  
Docket No. 2018 - 75 - E

Dear Ms. Boyd:

By letter dated March 5, 2018, in the above-referenced docket, South Carolina Electric & Gas Company ("SCE&G"), in compliance with and pursuant to Public Service Commission of South Carolina ("Commission") Order Nos. 81-214 and 85-347 issued in Docket No. 80-251-E, submitted to the Commission for review a renewable Power Purchase Agreement ("Renewable PPA") between SCE&G and Midlands Solar LLC ("Midlands Solar"). On March 12, 2018, SCE&G and Midlands Solar entered into the attached Amendment to the Renewable PPA, which amends and clarifies a certain mutual representation in Section 13.1(d). SCE&G respectfully requests that the Commission accept the Renewable PPA and the Amendment for filing because the terms of the Renewable PPA and the Amendment comply with the intent of the Public Utility Regulatory Policies Act of 1978 ("PURPA") and the provisions of Commission Order Nos. 81-214 and 85-347 as stated in SCE&G's filing letter dated March 5, 2018.

By copy of this letter, we are providing the South Carolina Office of Regulatory Staff ("ORS") with a copy of the Amendment for its records.

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Thank you for your assistance and consideration of this matter. If you have any questions, please do not hesitate to contact us at your convenience.

Very truly yours,



Matthew W. Gissendanner

MWG/kms  
Enclosure

cc: Dawn Hipp  
Jeffrey M. Nelson, Esquire  
(both via electronic and U.S. First Class Mail w/enclosure)

**AMENDMENT TO POWER PURCHASE AGREEMENT BETWEEN  
MIDLANDS SOLAR LLC AND SOUTH CAROLINA ELECTRIC & GAS  
COMPANY**

This Amendment is made and entered into on March 12, 2018, between Midlands Solar LLC ("Seller") and South Carolina Electric & Gas Company ("Buyer").

WHEREAS, Buyer and Seller entered into the Power Purchase Agreement, dated February 28, 2018 ("Agreement");

WHEREAS, Buyer and Seller have mutually agreed to amend the Agreement to clarify certain mutual representations set forth in Section 13.1(d);

NOW THEREFORE, in consideration of these covenants and agreements set forth be kept and performed by the parties hereto, it is mutually agreed as follows:

1. This Amendment shall be effective as of February 28, 2018, the date of the Agreement by Buyer and Seller.
2. Section 13.1(d) of the Agreement is deleted in its entirety and replaced with the following:

“(d) except as disclosed in Securities and Exchange Commission filings by a Party, its parent company, or any Affiliate of either, or otherwise, there are no actions, suits, proceedings or investigations pending or, to the knowledge of the Party, threatened against it at law or in equity before any court or tribunal of the United States or any other jurisdiction that individually or in the aggregate could result in any materially adverse effect on the Party’s business, properties, or assets or its condition, financial or otherwise, that would materially impair its ability to perform its obligations under this Agreement;”

3. No other provisions of the Agreement between Buyer and Seller are modified by this Amendment.

**[SIGNATURE PAGE TO FOLLOW]**

**Execution Version**

IN WITNESS WHEREOF, Seller and Buyer have caused this Amendment to be executed by their officers as of the date first above mentioned.

MIDLANDS SOLAR LLC

SOUTH CAROLINA ELECTRIC  
& GAS COMPANY

By: B. A. Beerley

By: Daniel F. Kassir

Name: Brent Beerley

Name: Daniel F. Kassir

Title: Manager

Title: Vice President, Customer Relations &  
Renewables

